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THE MULTIVERSE WAS DESTROYED...ALL THAT REMAINS...IS **BATTLEWORLD!**

IN MUTOPIA, EVERYONE WANTS TO BE A MUTANT!

CHARLES XAVIER IS DEAD, AND TO THE PUBLIC, MAGNETO APPEARS TO CARRY ON HIS FELLOW MUTANT'S LIFEWORK: HEADING BOTH THE ATOM INSTITUTE—A SCHOOL FOR EXCEPTIONAL CHILDREN, HUMANS AND MUTANTS ALIKE—AND THE NEW X-MEN TEAM.

BUT MAGNETO HAS BEEN HIDING AN OBJECT OF INCREDIBLE POWER: A PHOENIX EGG CONTAINING AN IMMENSELY POWERFUL BEING...BUT WHO OR **WHAT** IS INSIDE IS STILL UNKNOWN.

QUENTIN QUIRE, UNDERSTANDABLY WEIRDED OUT BY HIS MENTOR'S DARK SECRET, ALERTED THE OLD X-MEN. TOGETHER, CYCLOPS, XORN, EMMA FROST AND WOLVERINE ATTACKED THE ATOM INSTITUTE IN THE HOPES OF RESCUING THE EGG AND PUTTING AN END TO MAGNETO'S PLANS OF MUTANT DOMINANCE.

IN THE ENSUING FIGHT, MAGNETO KILLED QUENTIN, AND XORN DISAPPEARED IN A FLASH OF LIGHT. JUST AS THE FIGHT WAS ENDING, BEAST APPEARED WITH GRIM NEWS ABOUT A DEAD VERSION OF HIMSELF SHOWING UP ON HIS DOORSTEP.

BUT BEFORE DR. McCOY COULD EXPLAIN, THE SCHOOL EXPLODED! AND WHO WAS RESPONSIBLE FOR THIS FRESH ASSAULT? NONE OTHER THAN AN ARMY OF BEASTS, WITH THE SAME MESSAGE: **MAGNETO WAS RIGHT!**

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X-MEN, EMERGENCY!
THE STAKES HAVE NEVER BEEN HIGHER. THERE'S ENOUGH POWER IN THAT PHOENIX EGG TO DESTROY THE ENTIRE PLANET.
WE CAN'T LET IT FALL INTO THE WRONG HANDS.
I KNOW THINGS LOOK BAD, BUT WE HAVE TO PROTECT THE PHOENIX EGG--OR DIE TRYING!
THANK YOU, SCOTT. MY MORALE HAS CERTAINLY BEEN BOOSTED.
WE'VE BEEN IN WORSE SCRAPES, EMMA. THIS IS WHAT BEING PART OF THE X-MEN IS ALL ABOUT.
WELL, FOR ONCE I AM SPEECHLESS. BUT I WILL SAY--
SNIKT
HOW CAN WE HELP, MR. SUMMERS?
YOU SURE, SOORAYA? I DOUBT YOU'LL AGREE WITH OUR TACTICS...
OUR TWO SIDES MAY BE PHILOSOPHICALLY OPPOSED, BUT WE'RE X-MEN, TOO--

THE BASEMENT OF THE ATOM INSTITUTE...

"--AND WE KNOW WHO TO *PUNCH* WHEN WE SEE THEM."

YOU'RE OUTNUMBERED *AND* OUTGUNNED, MUTANTS!

SURRENDER THE PHOENIX EGG, AND I MIGHT LET YOU ALL LIVE AS *SLAVES* OF MY GREAT *EMPIRE!*

BEAST WARS

WRITTEN BY CHRIS BURNHAM & DENNIS CULVER ART BY RAMON VILLALOBOS COLORS BY IAN HERRING
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ZARK

LIKE HELL!

WE'RE AN ARMY OF *GENIUSES*, YOU CAN'T POSSIBLY *DEFEAT* US!

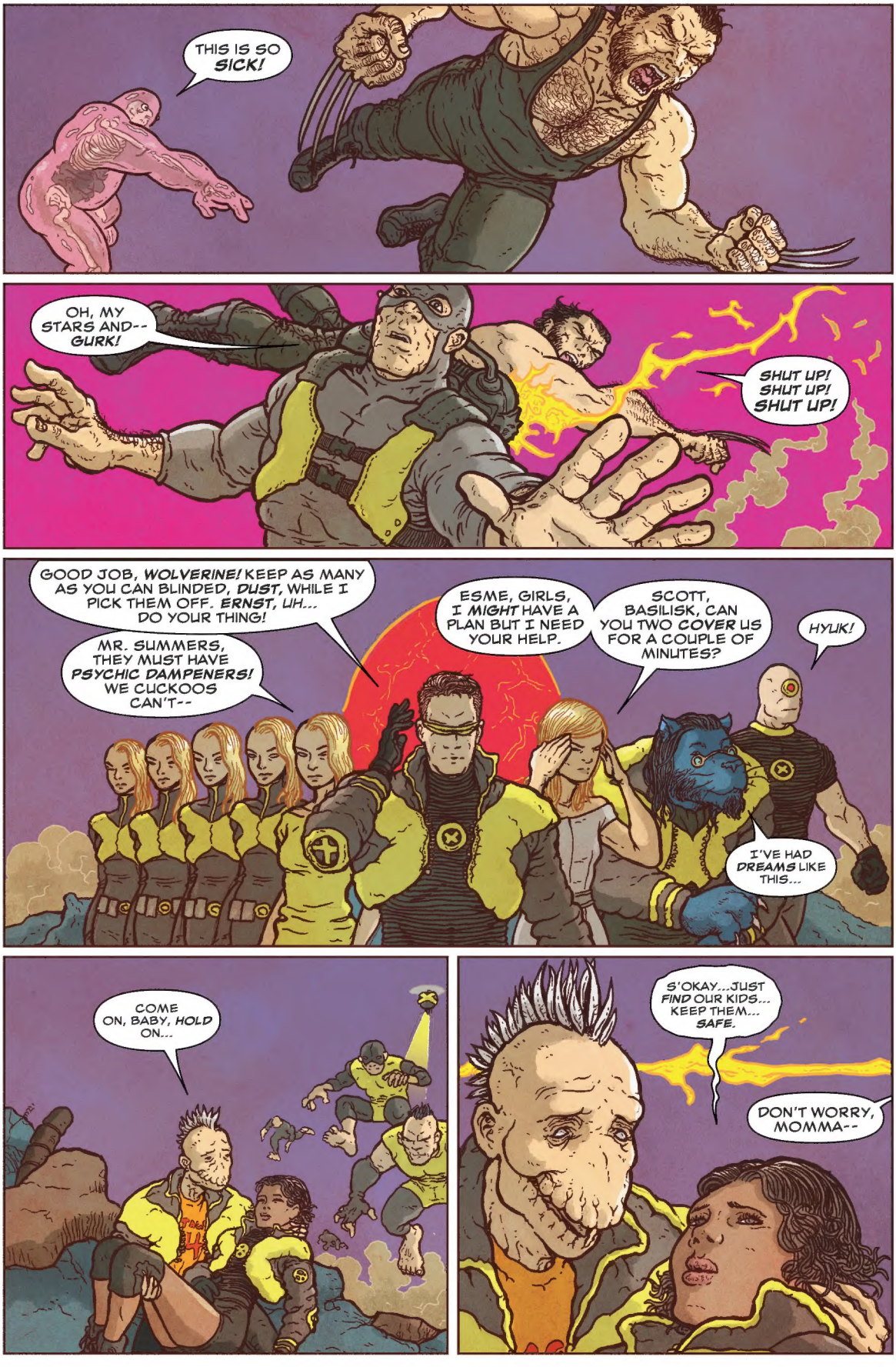
DESTROY THEM!

ANGEL, WHERE ARE *YOU* GOING? THE FUN'S JUST *STARTING!*

SCREW THIS, BASILISK! ME AND BEAK GOTTA *FIND* OUR *KIDS!*

STAY SAFE, BUDDY!

THERE WILL BE NO HASTY RETREATS!
UGHH!
ANGEL!
BZZAPP
PLEASE BE OKAY, BABY.
PLEASE BE OKAY.
HEY, GLOB, FASTBALL SPECIAL!
YES!


THIS IS SO SICK!
OH, MY STARS AND-- GURK!
SHUT UP! SHUT UP! SHUT UP!
GOOD JOB, WOLVERINE! KEEP AS MANY AS YOU CAN BLINDED, DUST, WHILE I PICK THEM OFF. ERNST, UH... DO YOUR THING!
MR. SUMMERS, THEY MUST HAVE PSYCHIC DAMPENERS! WE CUCKOOS CAN'T--
ESME, GIRLS, I MIGHT HAVE A PLAN BUT I NEED YOUR HELP.
SCOTT, BASILISK, CAN YOU TWO COVER US FOR A COUPLE OF MINUTES?
HYUK!
I'VE HAD DREAMS LIKE THIS...
COME ON, BABY, HOLD ON...
S'OKAY...JUST FIND OUR KIDS... KEEP THEM... SAFE.
DON'T WORRY, MOMMA--

--NO-GIRL SAID ALL MUTANTS GOTTA JOIN THE FIGHT EVENTUALLY!
LOOKS LIKE WE'RE GRADUATING EARLY!
WAK
THIS FAMILY NEVER CEASES TO AMAZE ME.
I'M THE LUCKIEST MUTANT ON DOOM'S GREEN EARTH.
NOW LET'S BUST SOME HEADS!

WE JUST MIGHT WIN THIS THING AFTER ALL!
HYUK! WE GOT THIS!
CRRRK
CRRRACK
OH. THIS CAN'T BE GOOD.
SCOTT, WE HAVE A PROBLEM! I DON'T BELIEVE THIS EGG IS AS DORMANT AS I INITIALLY THOUGHT...
EMMA! IF YOU'RE GOING TO DO SOMETHING AMAZING, NOW'S THE TIME!
PAY NO ATTENTION TO THE MAN WITH THE MIDLIFE CRISIS, LADIES.
RELAX AND OPEN YOUR MINDS TO ME. ALLOW THE FIVE-IN-ONE TO BECOME--

--THE SIX-IN-ONE!
YOUR YOUTH AND MY EXPERIENCE MAKES US UNSTOPPABLE.

NICE TRY!
UNF!
KRK
OH, THAT'S NOT GOOD.
THAT'S IT, GIRLS. ALL I/WE HAVE TO DO IS JUST METHODICALLY SHUT THEM DOWN, ONE BY ONE.
THEIR PSYCHIC DAMPENERS ARE MEANINGLESS TO THE LIKES OF ME/US.
WHOA.
THE BEASTS ARE JUST PASSING OUT?
HEH. NICE WORK, EMMA.
YES. ONE BY ONE UNTIL I'VE/WE'VE FOUND THE ONE I/WE SEEK...

GET *OUT* OF MY HEAD, *MIND WITCHES!*

YOU ARE NOT WHAT YOU *SEEM*, FALSE McCOY. NOT A *MUTANT*.

SOMETHING... *VIRAL*.

SOMETHING *SUBLIME*.

USING THE PHOENIX EGG, *MAGNETO* AMPLIFIED HIS POWERS WITH *MUTANT GROWTH HORMONE* WHERE YOUR VIRAL FORM LAY HIDDEN...

I WAS PATIENT. I PLAYED THE *LONG* GAME. I WAS *INEVITABLE* UNTIL--

MAGNETO *DISCOVERED* YOU AND USED THE POWER OF THE EGG TO *CONTROL* YOU...

I WAS *ENSLAVED!*

...BUT NOT BEFORE *RELEASING* YOUR *SPORES*.

TO THE FOUR WINDS OF *BATTLEWORLD!*

YOU ASSEMBLED AN *ARMY* TO TAKE CONTROL OF THE *ULTIMATE POWER* OF THE PHOENIX EGG.

I FOUND *SO MANY* VARIATIONS OF THE *PERFECT* HOST. AND TOGETHER WITH THE EGG, ENOUGH *POWER* TO DETHRONE DOOM HIMSELF!

BUT *YOU* OVERLOOKED SOMETHING *IMPORTANT*, EMMA FROST...

WHAT? OUR HANK? HOW COULD I... WE MISS THAT?

ESME!

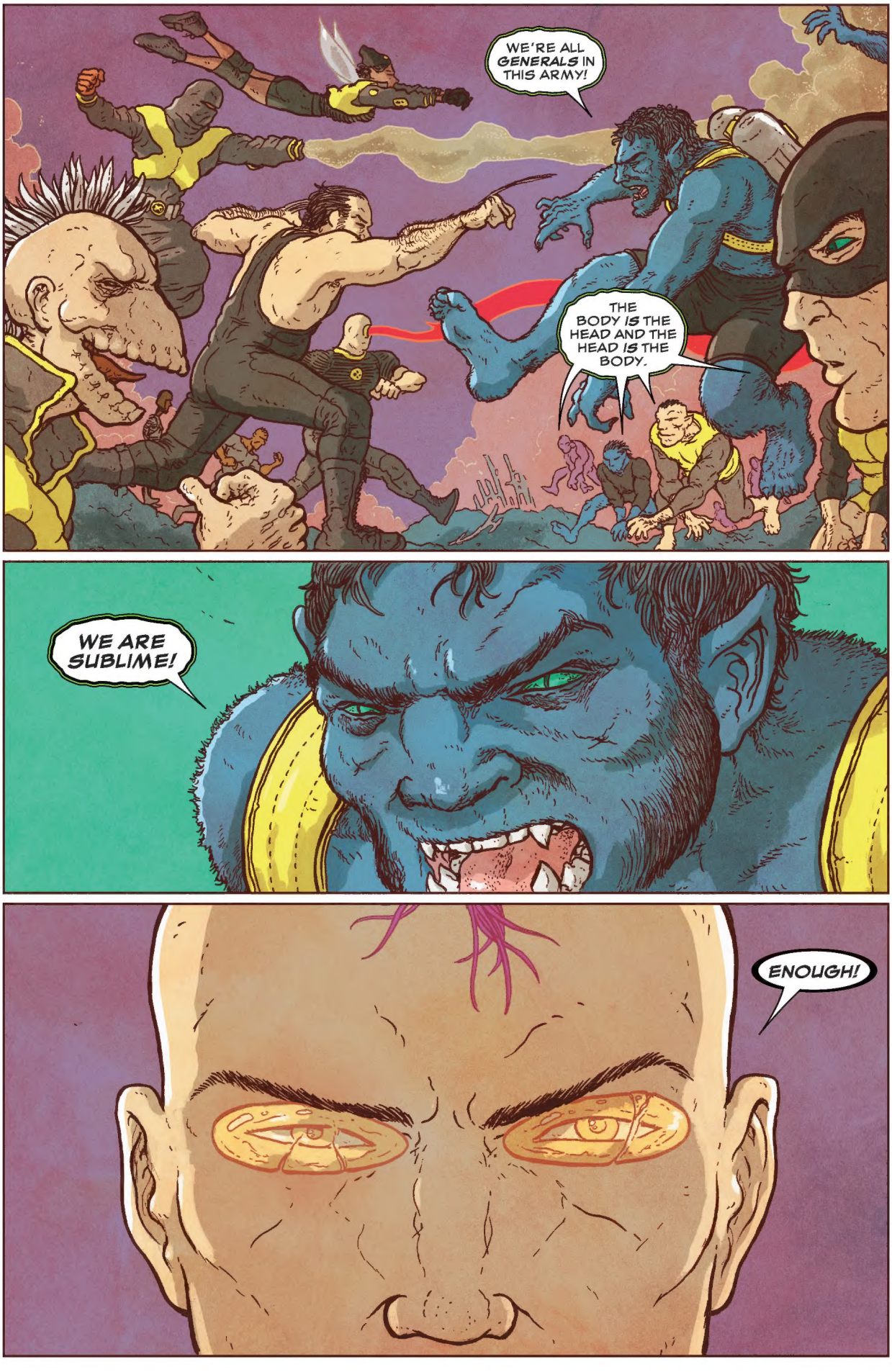
RAWR!
NO!
NO!
NO!
NO!
NO!
SMAK
ARRGH!
YOU NEVER STOOD A CHANCE, MUTANTS! THIS BATTLE WAS A MERE FORMALITY. YOUR DEFEAT LAY IN WAIT ON A CELLULAR LEVEL!
NOW! ALL OF YOU! GIVE YOURSELVES OVER TO SUBLIME SUBMISSION!

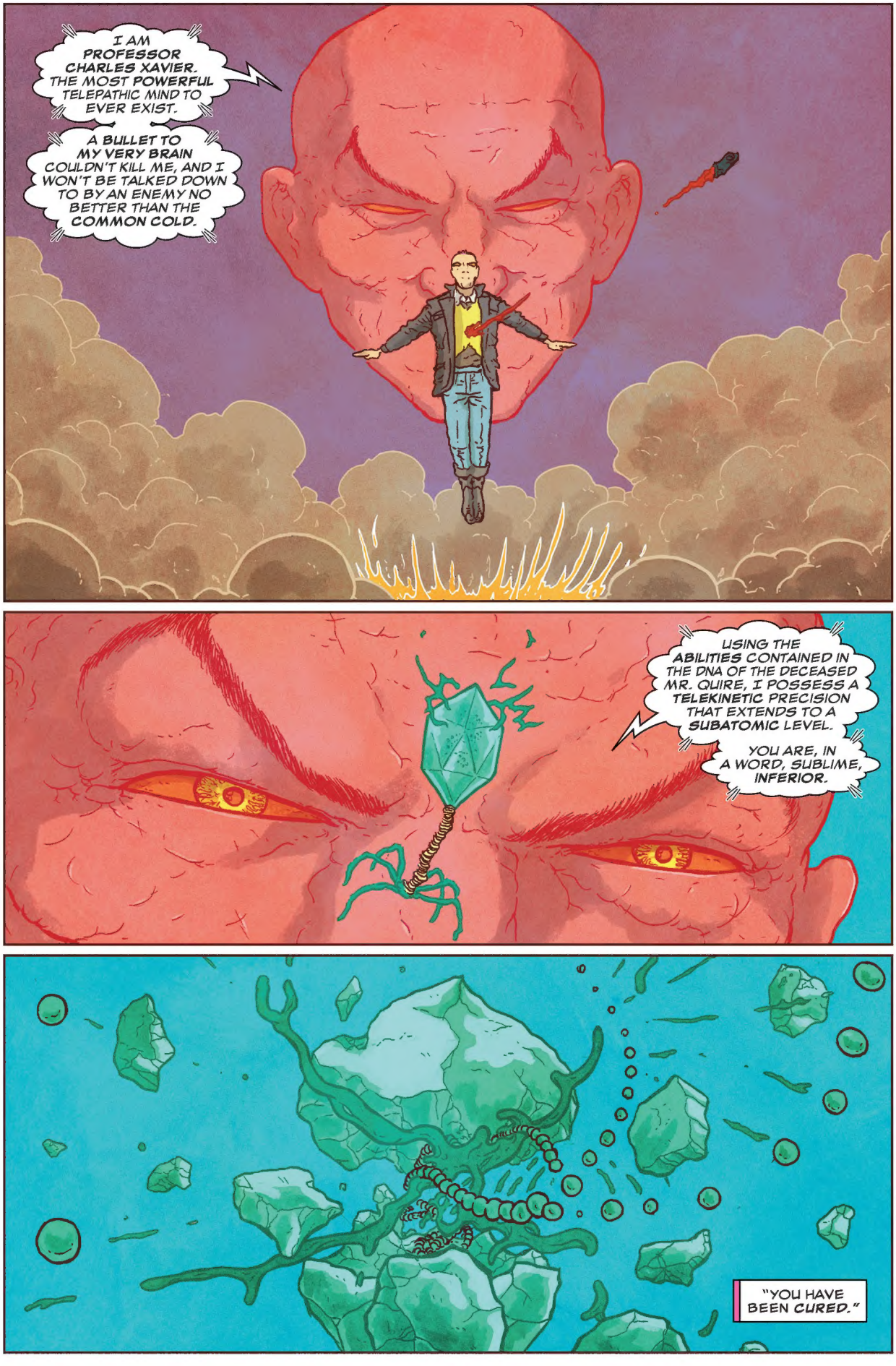
HANK, SNAP OUT OF IT. STAY AWAY FROM EMMA!
DON'T MAKE ME KILL YOU...
I'LL MAKE YOU A DEAL, SCOTT--
--I'LL KILL YOU FIRST.
HANK, DON'T--
GRARRRGH--!
--NNNGGG!
HE'S OUT COLD. THAT WAS A PSYCHIC ATTACK, BUT WHO?
NO-GIRL DID IT!
NOT NO-GIRL--

--NO-BOY!
TO ME, MY X-MEN.
PROFESSOR?
I CAN FEEL YOU IN MY MIND, BUT IS THAT REALLY YOU?!

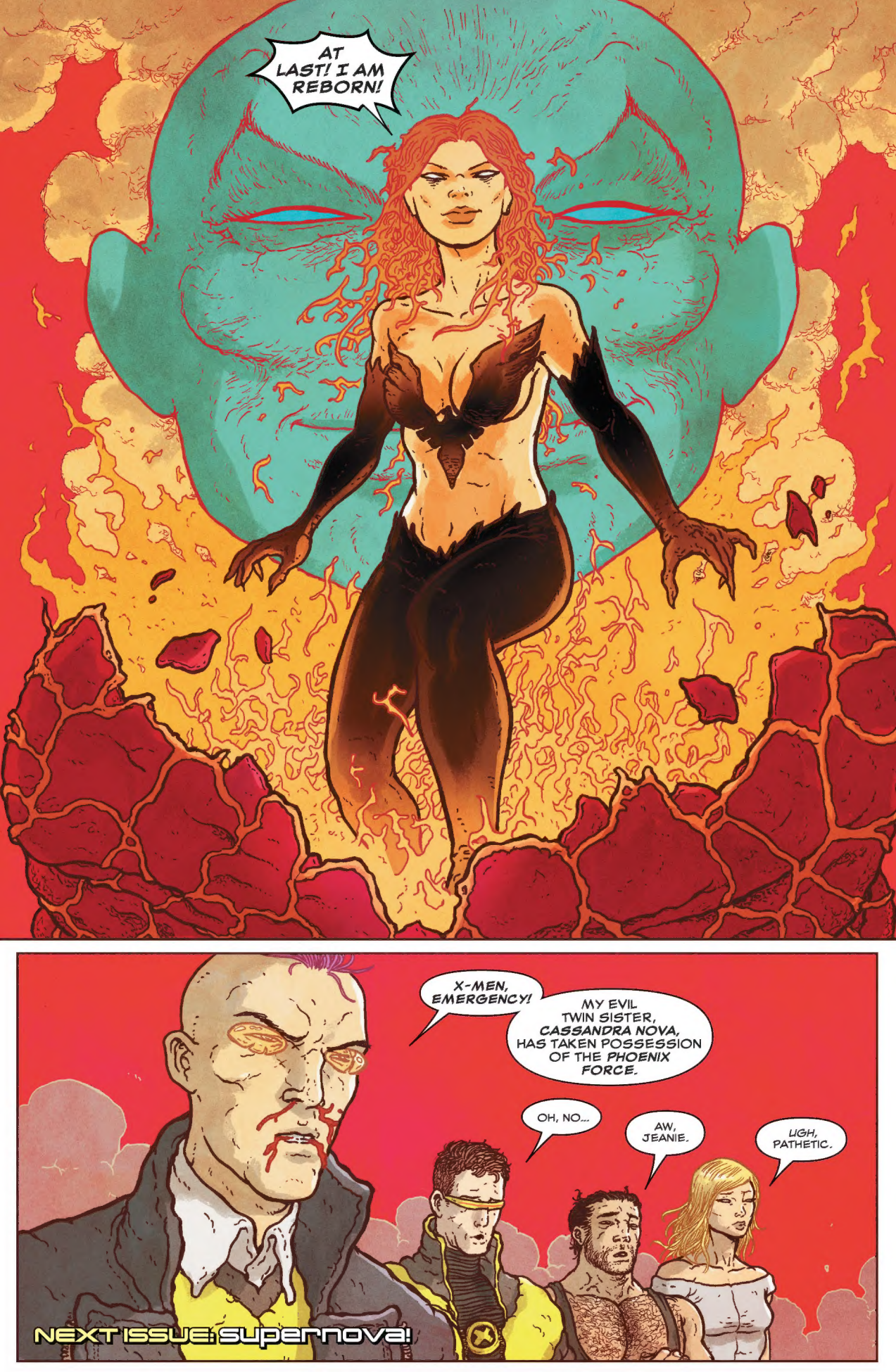
NO TIME FOR EXPLANATIONS, SCOTT, WE HAVE YET ANOTHER THREAT TO THE MUTANT RACE TO DEAL WITH...
...AND IF YOU'LL ALLOW ME ONCE MORE TO ASSUME THE ROLE OF HEADMASTER, I THINK I KNOW HOW TO--
IT IS FAR TOO LATE TO STOP ME, X-MEN!
THE POWER OF THE PHOENIX IS--
WHAK
--URK!

HUNDREDS OF VARIATIONS AND YOU ALL TALK TOO DAMN MUCH!
HEY, CHUCK, GOOD TO SEE YOU AGAIN.
SLLLURK
LOGAN, YOU KNOW I DON'T APPROVE OF THAT KIND OF VIOLENCE.
SAYS THE GUY WHO SHOT HIMSELF IN THE HEAD.
YOU'VE ACCOMPLISHED NOTHING EXCEPT TO KILL A CONVENIENT FIGUREHEAD.
I AM THE SENTIENT VIRUS THAT FLOWS THROUGH THE BLOOD OF ALL MY SOLDIERS!


WE'RE ALL GENERALS IN THIS ARMY!
THE BODY IS THE HEAD AND THE HEAD IS THE BODY.
WE ARE SUBLIME!
ENOUGH!


I AM PROFESSOR CHARLES XAVIER. THE MOST POWERFUL TELEPATHIC MIND TO EVER EXIST.
A BULLET TO MY VERY BRAIN COULDN'T KILL ME, AND I WON'T BE TALKED DOWN TO BY AN ENEMY NO BETTER THAN THE COMMON COLD.
USING THE ABILITIES CONTAINED IN THE DNA OF THE DECEASED MR. QUIRE, I POSSESS A TELEKINETIC PRECISION THAT EXTENDS TO A SUBATOMIC LEVEL.
YOU ARE, IN A WORD, SUBLIME, INFERIOR.
"YOU HAVE BEEN CURED."

OH, MY--
W-WHAT HAVE I DONE?
NOT BAD, CHUCK.
GOOD WORK, PROFESSOR!
THANK YOU.
OH, I'M AFRAID THE BATTLE HAS ONLY JUST BEGUN, SCOTT.
KRK
KRK
KRK
KRK
KRK
KRK
KRK
KRK
KRK
KRACK


AT LAST! I AM REBORN!
X-MEN, EMERGENCY!
MY EVIL TWIN SISTER, CASSANDRA NOVA, HAS TAKEN POSSESSION OF THE PHOENIX FORCE.
OH, NO...
AW, JEANIE.
UGH, PATHETIC.
NEXT ISSUE: supernova!